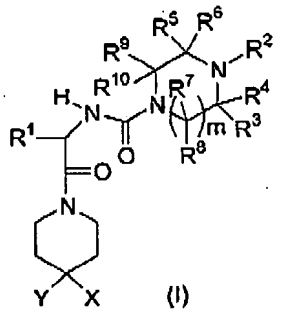
Listing of Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Claim 1 (Currently amended) A compound of structural formula I:



(I)

or a pharmaceutically acceptable salt thereof; wherein

m is 1 or 2;

each p is independently 0, 1, or 2;

each n is independently 0, 1, or 2;

~~R^1 is selected from the group consisting of~~

~~hydrogen,~~

~~C_{1-8} alkyl,~~

~~$(CHR^{12})_n$ C_{3-6}cycloalkyl,~~

~~$(CHR^{12})_n$ $O(CHR^{12})$aryl,~~

~~$(CHR^{12})_n$-aryl, and~~

~~$(CHR^{12})_n$-heteroaryl;~~

~~in which aryl and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R^{11}; and alkyl, cycloalkyl, and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo;~~

R^1 is 4-chlorobenzyl; 4-fluorobenzyl; 3,4-difluorobenzyl; 3,5-difluorobenzyl, 2-cyano-4-fluorobenzyl; or 4-methoxybenzyl.

R^3, R^4, R^5, R^6, R^7, R^8, R^9, and R^{10} are each independently selected from the group consisting of

hydrogen,

C_{1-8} alkyl,

$(CH_2)_n$-aryl,
$(CH_2)_nC_{3-6}$ cycloalkyl,
$(CH_2)_n$-heteroaryl, and
$(CH_2)_n$-heterocyclyl;

in which aryl and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R^{11}; and alkyl, cycloalkyl, and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo;
or R^3 and R^5 and the carbon atoms to which they are attached form a 5- to 7-membered ring;
or R^3 and R^9 and the carbon atoms to which they are attached form a 5- to 7-membered ring;
or R^5 and R^7 and the carbon atoms to which they are attached form a 5- to 7-membered ring;
or R^7 and R^9 and the carbon atoms to which they are attached form a 5- to 7-membered ring;

R^2 is selected from the group consisting of
hydrogen,
C_{2-6} alkenyl,
C_{1-8} alkyl,
$(CH_2)_n$-aryl,
$(CH_2)_nC_{3-6}$ cycloalkyl,
$(CH_2)_n$-heteroaryl,
$(CH_2)_n$-heterocyclyl,
$(CH_2)_{1-2}OR^{12}$,
$(CH_2)_{1-2}CO_2R^{12}$,
$(CH_2)_{1-2}CONR^{12}R^{12}$,
$CH_2C{\equiv}CH$, and
CH_2CHF_2;

in which aryl and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R^{11}; and alkyl, cycloalkyl, and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo;
or R^2 and R^3 and the carbonoms to which they are attached form a 5- to 7-membered ring;
or R^3 and R^4 and the carbon atom to which they are attached form a 3- to 6-membered spirocyclic ring;

R^{11} is selected from the group consisting of
hydrogen,

C_{1-6} alkyl,
$(CH_2)_n$-phenyl,
$(CH_2)_n$-naphthyl,
$(CH_2)_n$-heteroaryl,
$(CH_2)_n$-heterocyclyl,
$(CH_2)_nC_{3-7}$ cycloalkyl,
halogen,
OR^{12},
$(CH_2)_nN(R^{12})_2$,
$(CH_2)_nC{\equiv}N$,
$(CH_2)_nCO_2R^{12}$,
NO_2,
$(CH_2)_nNR^{12}SO_2R^{12}$,
$(CH_2)_nSO_2N(R^{12})_2$,
$(CH_2)_nS(O)_pR^{12}$,
$(CH_2)_nNR^{12}C(O)N(R^{12})_2$,
$(CH_2)_nC(O)N(R^{12})_2$,
$(CH_2)_nNR^{12}C(O)R^{12}$,
$(CH_2)_nNR^{12}CO_2R^{12}$,
$O(CH_2)_nC(O)N(R^{12})_2$,
CF_3,
CH_2CF_3,
OCF_3, and
OCH_2CF_3;

wherein phenyl, naphthyl, heteroaryl, cycloalkyl, and heterocyclyl are unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C_{1-4} alkyl, trifluoromethyl, and C_{1-4} alkoxy; and wherein any methylene (CH_2) carbon atom in R^{11} is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C_{1-4} alkyl; or two substituents when on the same methylene (CH_2) carbon atom are taken together with the carbon atom to which they are attached to form a cyclopropyl group;

each R^{12} is independently selected from the group consisting of
hydrogen,
C_{1-8} alkyl,

$(CH_2)_n$-phenyl,
$(CH_2)_n$-naphthyl,
$(CH_2)_n$-heteroaryl, and
$(CH_2)_nC_{3-7}$ cycloalkyl;

wherein any methylene (CH_2) carbon atom in R^{12} is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C_{1-4} alkyl; or two R^{12} groups together with the atom to which they are attached form a 5- to 8-membered mono- or bicyclic ring system optionally containing an additional heteroatom selected from O, S, and NC_{1-4} alkyl;

each R^{13} is independently selected from the group consisting of
hydrogen,
C_{1-8} alkyl,
$(CH_2)_n$-aryl,
$(CH_2)_n$-heteroaryl,
$(CH_2)_n$-heterocyclyl, and
$(CH_2)_nC_{3-7}$ cycloalkyl;

wherein alkyl, aryl, heteroaryl, heterocyclyl, and cycloalkyl are unsubstituted or substituted with one to three groups independently selected from halogen, hydroxy, C_{1-3} alkoxy, C_{1-3} alkylthio, carboxy, C_{1-4} alkyloxycarbonyl, amino, C_{1-4} alkylamino, and di(C 1-4 alkylamino);
or two R^{13} groups together with the atoms to which they are attached form a 5- to 8-membered mono- or bi-cyclic ring system optionally containing an additional heteroatom selected from O, S, NR^{12}, NBoc, and NCbz;

X is selected from the group consisting of
C_{1-8} alkyl,
$(CH_2)_nC_{3-8}$ cycloalkyl,
$(CH_2)_n$-phenyl,
$(CH_2)_n$-naphthyl,
$(CH_2)_n$-heteroaryl,
$(CH_2)_n$heterocyclyl,
$(CH_2)_nC{\equiv}N$,
$(CH_2)_nCON(R^{13}R^{13})$,
$(CH_2)_nCO_2R^{13}$,

$(CH_2)_nCOR^{13}$,
$(CH_2)_nNR^{13}C(O)R^{13}$,
$(CH_2)_nNR^{13}CO_2R^{13}$,
$(CH_2)_nNR^{13}C(O)N(R^{13})_2$,
$(CH_2)_nNR^{13}SO_2R^{13}$,
$(CH_2)_nS(O)_pR^{13}$,
$(CH_2)_nSO_2N(R^{13})(R^{13})$,
$(CH_2)_nOR^{13}$,
$(CH_2)_nOC(O)R^{13}$,
$(CH_2)_nOC(O)OR^{13}$,
$(CH_2)_nOC(O)N(R^{13})_2$,
$(CH_2)_nN(R^{13})(R^{13})$, and
$(CH_2)_nNR^{13}SO_2N(R^{13})(R^{13})$;

wherein phenyl, naphthyl, and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R^{11}; alkyl, cycloalkyl, and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo; and wherein any methylene (CH_2) carbon atom in X is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C_{1-4} alkyl; and

Y is selected from the group consisting of
hydrogen,
C_{1-8} alkyl,
C_{2-6} alkenyl,
$(CH_2)_nC_{3-8}$ cycloalkyl,
$(CH_2)_n$-phenyl,
$(CH_2)_n$-naphthyl,
$(CH_2)_n$-heteroaryl, and
$(CH_2)_n$-heterocyclyl;

wherein phenyl, naphthyl, and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R^{11}; alkyl, cycloalkyl, and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo; and wherein any methylene (CH_2) carbon atom in Y is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C_{1-4} alkyl.

Claims 2-4 (Cancelled)

Claim 5 (Original) The compound of Claim 1 wherein R^2 is selected from the group consisting of

hydrogen,
C_{1-8} alkyl,
CH_2-aryl,
CH_2-heteroaryl,
CH_2-heterocyclyl,
CH_2C_{3-6} cycloalkyl,
$CH_2CO_2R^{12}$,
$CH_2CONR^{12}R^{12}$,
CH_2OR^{12},
$CH_2C{\equiv}CH$, and
CH_2CHF_2;

wherein aryl and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R^{11}; and alkyl, cycloalkyl, and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo.

Claim 6 (Original) The compound of Claim 5 wherein R^2 is hydrogen or C_{1-4} alkyl.

Claim 7 (Original) The compound of Claim 6 wherein R^2 is hydrogen.

Claim 8 (Original) The compound of Claim1 wherein X is selected from the group consisting of C_{1-6} alkyl, $(CH_2)_n$-phenyl, $(CH_2)_n$-naphthyl, $(CH_2)_n$-heteroaryl, $(CH_2)_n$-heterocyclyl, $(CH_2)_nC(O)N(R^{13})(R^{13})$, $(CH_2)_nCO_2R^{13}$, $(CH_2)_nS(O)_pR^{13}$, $(CH_2)_nOR^{13}$, $(CH_2)_nNR^{13}C(O)R^{13}$, and $(CH_2)_nNR^{13}SO_2R^{13}$; wherein phenyl, naphthyl, and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R^{11}; alkyl and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo; and the $(CH_2)_n$ group is unsubstituted or substituted with one to three groups independently selected from R^{12}, halogen, $S(O)_pR^{12}$, $N(R^{12})_2$, and OR^{12}.

Claim 9 (Original) The compound of Claim 8 wherein X is selected from the group consisting of C_{1-6} alkyl, $(CH_2)_{0-1}$-phenyl, $(CH_2)_{0-1}$-heteroaryl, $(CH_2)_{0-1}$-heterocyclyl, $(CH_2)_{0-1}NHC(O)R^{13}$, $(CH_2)_{0-1}CO_2R^{13}$, and $(CH_2)_{0-1}C(O)N(R^{13})(R^{13})$; wherein phenyl and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R^{11}; and alkyl and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo.

Claim 10 (Original) The compound of Claim 9 wherein heteroaryl is selected from the group consisting of pyridyl, pyrazinyl, pyrimidinyl, triazolyl, tetrazolyl, thiadiazolyl, oxadiazolyl, pyrazolyl, and imidazolyl.

Claim 11 (Original) The compound of Claim1 wherein Y is C_{1-8} alkyl, $(CH_2)_nC_{3-7}$ cycloalkyl, $(CH_2)_n$-aryl, $(CH_2)_n$-heterocyclyl, or $(CH_2)_n$-heteroaryl; wherein aryl and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R^{11}; and $(CH_2)_n$, alkyl, cycloalkyl, and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo.

Claim 12 (Original) The compound of Claim 11 wherein Y is C_{3-6} cycloalkyl or C_{1-6} alkyl, wherein alkyl and cycloalkyl are unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo.

Claim 13 (Original) The compound of Claim 12 wherein Y is cyclohexyl or C_{1-6} alkyl, wherein the cyclohexyl and alkyl groups are unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo.

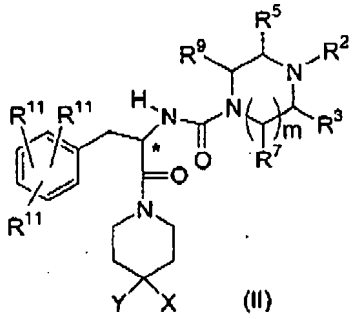
Claim 14 (Original) The compound of Claim 1 wherein m is 1.

Claim 15 (Original) The compound of Claim 1 wherein R^3, R^4, R^5, R^6, R^7, R^8, R^9, and R^{10} are each independently hydrogen or C_{1-4} alkyl; or R^3 and R^5 and the carbon atoms to which they are attached form a 5- to 7-membered ring; or R^3 and R^9 and the carbon atoms to which they are attached form a 5- to 7-membered ring.

Claim 16 (Original) The compound of Claim 15 wherein R^3, R^4, R^5, and R^6 are each independently hydrogen or C_{1-4} alkyl, and R^7, R^8, R^9, and R^{10} are hydrogen.

Claim 17 (Original) The compound of Claim 16 wherein R^3 and R^5 are each independently hydrogen or C_{1-4} alkyl; and R^4 and R^6 are hydrogen.

Claim 18 (Currently amended) ~~The compound of Claim 1~~ A compound of structural formula II:



(II)

wherein m is 1 or 2;

each R^{11} is independently selected from the group consisting of

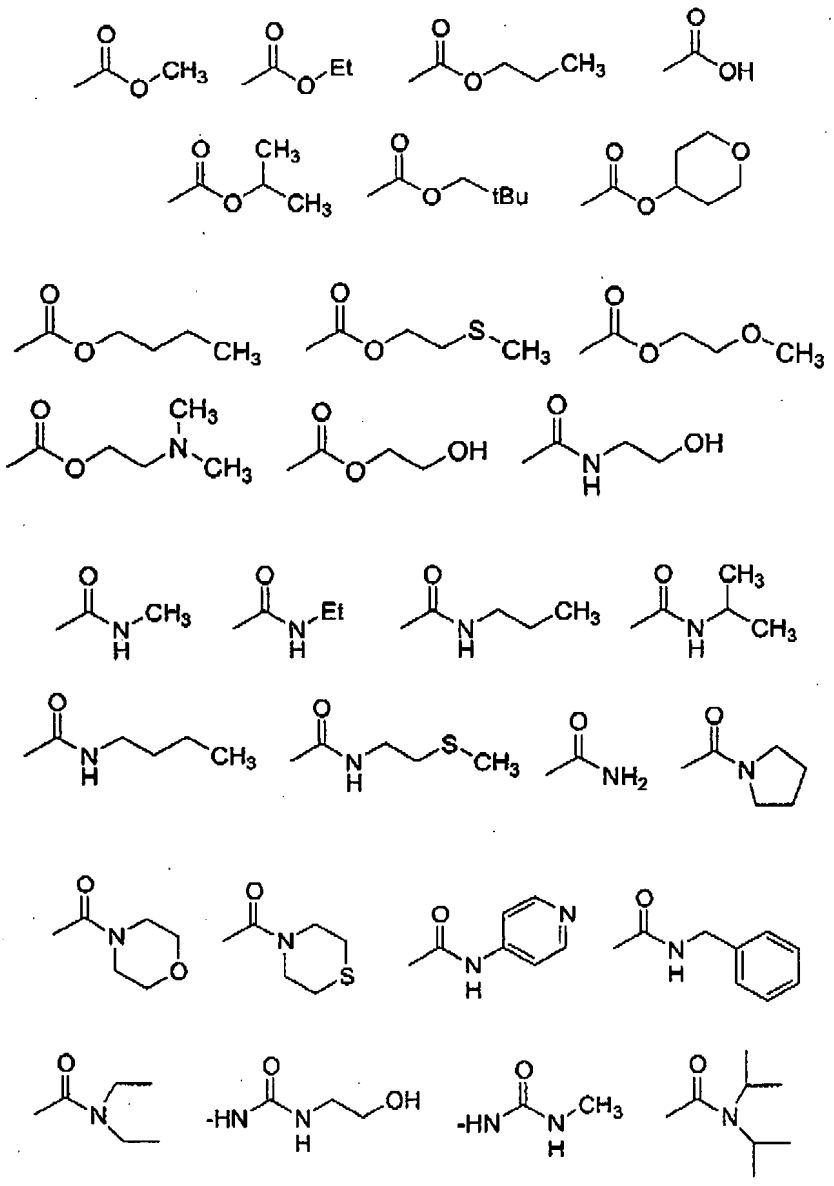
hydrogen,
halogen,
cyano,
C_{1-4} alkyl,
C_{1-4} alkoxy,
C_{1-4} alkylthio,
trifluoromethyl, and
trifluoromethoxy;

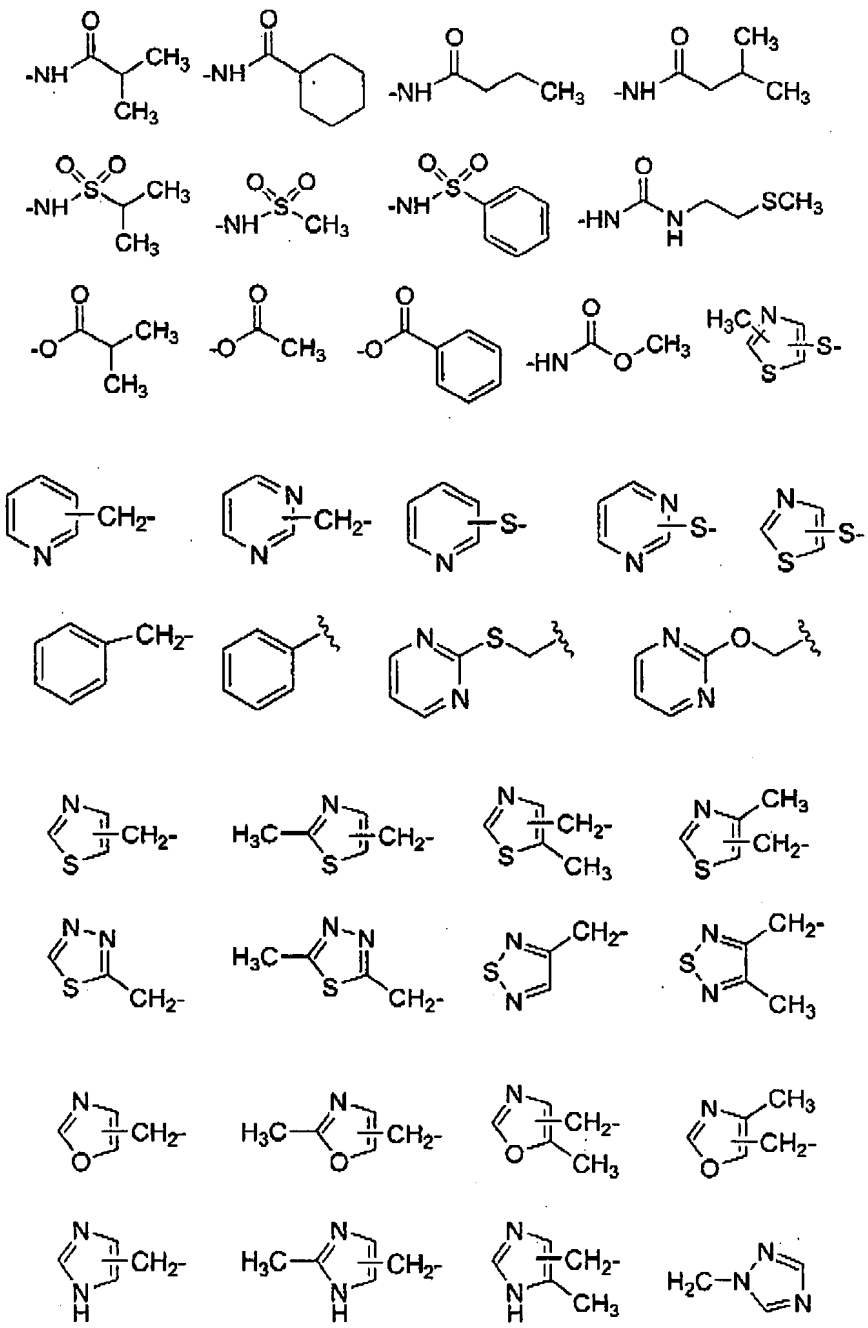
R^2 is hydrogen or C_{1-4} alkyl, unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo;

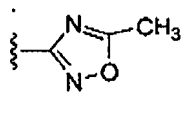
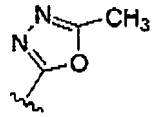
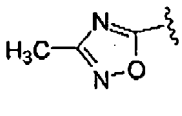
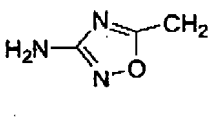
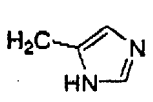
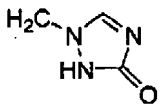
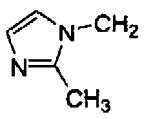
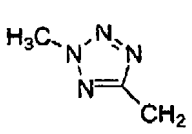
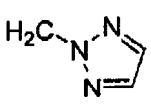
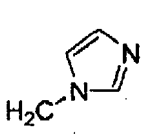
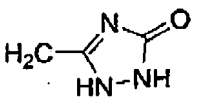
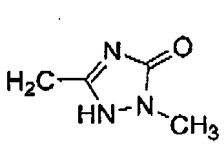
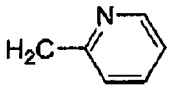
R^3, R^5, R^7, and R^9 are each independently hydrogen or C_{1-4} alkyl; or R^3 and R^5 and the carbon atoms to which they are attached form a 5- to 7-membered ring; or R^3 and R^9 and the carbon atoms to which they are attached form a 5- to 7-membered ring;

Y is C_{5-7} cycloalkyl or C_{1-6} alkyl, wherein alkyl and cycloalkyl are unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo; and

X is selected from the group consisting of





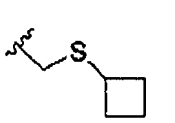














-NH-C(O)CH_3 -C(O)$N(CH_3)_2$ -C(O)NH-t-Bu

-NHC(O)tBu; -C(O)NHCH$(Et)_2$; -C(O)$NHCH_2$tBu;

-$CH_2SCH(CH_3)_2$; -$CH_2S(O)CH(CH_3)_2$; -$CH_2S(O)_2CH(CH_3)_2$;

-$CH_2CH_2NEt_2$; -CH_2SMe ; -CH_2SEt ; -CH_2SnPr;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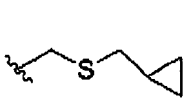
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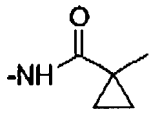
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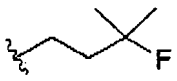
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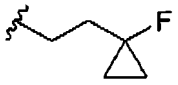
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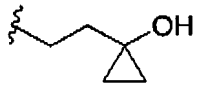
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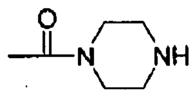
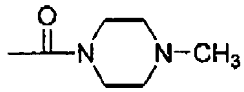
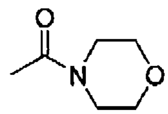
-C(O)$NHCH_2CH_2N(CH_3)_2$; C(O)$CH(CH_3)_2$; -$CH_2NHCOtBu$;

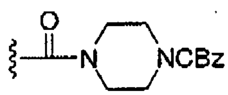
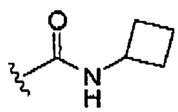
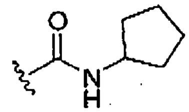
-$CH_2OC(O)NMe_2$; -$CH_2C(O)NEt_2$; -$CH_2OC(Me)_2CO_2H$;

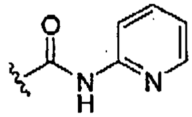
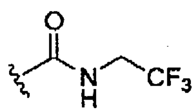
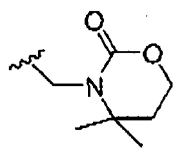
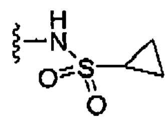
-C(O)$NHC(Me)_2CO_2Me$; -C(O)$NHC(Me)_2CO_2H$;

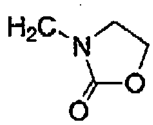
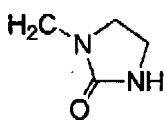
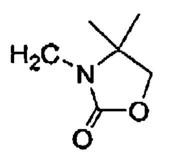
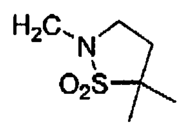
-$CH_2N(CH_3)COtBu$; -$CH_2N(iPr)COMe$; -$CH_2N(iPr)SO_2Me$;

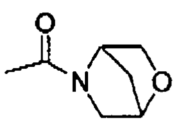
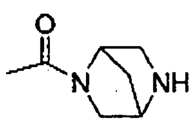
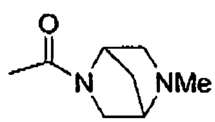
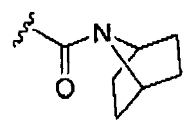
$C(O)NHC(Me)_2CH_2OMe$; $C(O)NHC(Me)_2CH_2OH$; -$CH_2CH_2C(Me)_2OH$;

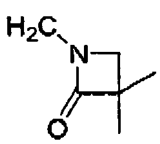
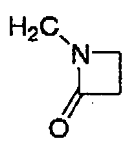
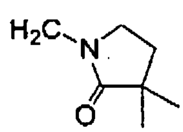
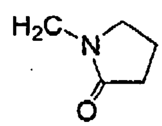
  

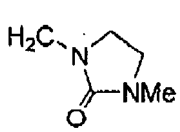
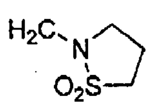
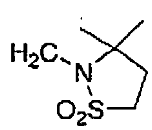
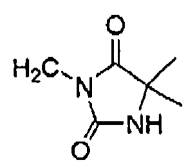
  

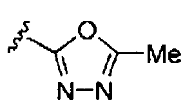
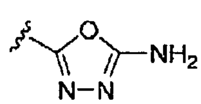
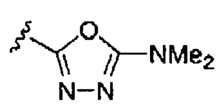
   

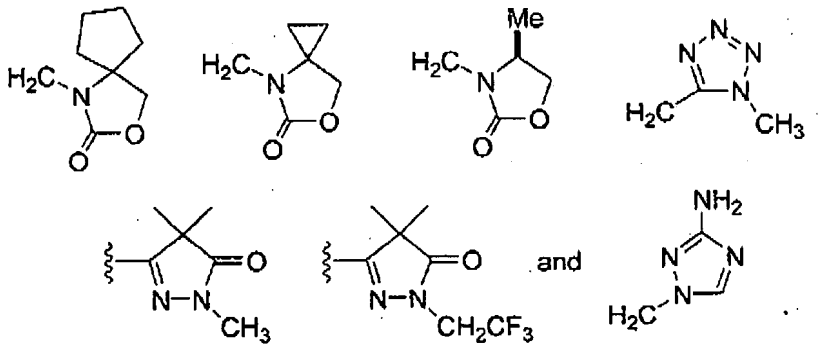
   

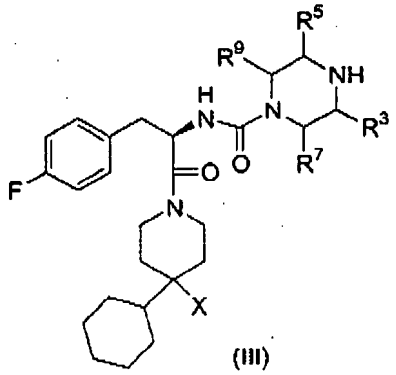


Claim 19 (Original) The compound of Claim 18 wherein the carbon atom marked with * has the *R* configuration.

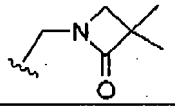
Claim 20 (Original) The compound of Claim 18 wherein m is 1.

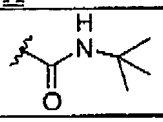
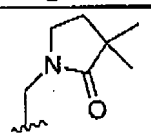
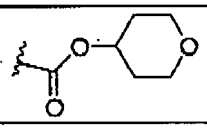
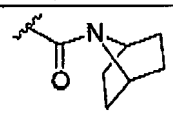
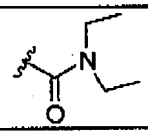
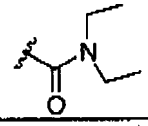
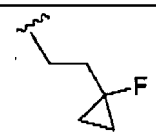
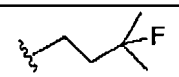
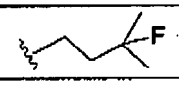
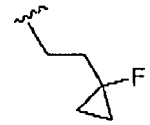
Claim 21 (Original) The compound of Claim 18 wherein R^3 and R^5 are each independently hydrogen or C_{1-4} alkyl, and R^7 and R^9 are hydrogen.

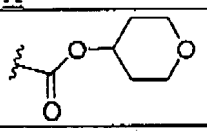
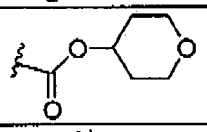
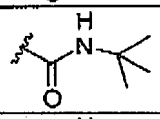
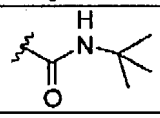
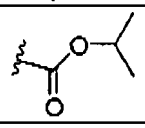
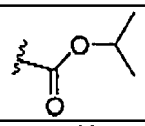
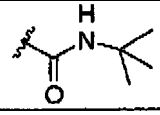
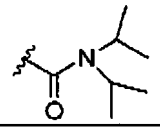
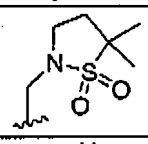
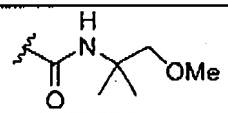
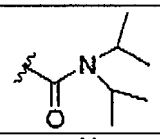
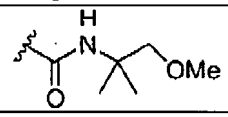
Claim 22 (Original) The compound of Claim 19 of structural formula III selected from the group consisting of:

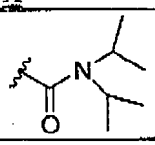


(III)

R^3	R^5	R^7	R^9	X
Me	Me	H	H	

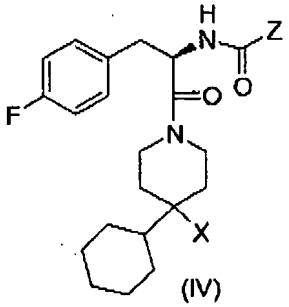
R^3	R^5	R^7	R^9	X
Me	Me	H	H	
Me	Me	H	H	
Me	Me	H	H	
Me	Me	H	H	
Me	Me	H	H	
Et	Et	H	H	
Et	Et	H	H	
Et	Et	H	H	
Me	Me	H	H	
Et	Et	H	H	
Me	Me	H	H	
Et	Et	H	H	
Et	Et	H	H	

R^3	R^5	R^7	R^9	X
Me	Me	Me	Me	
Et	Et	H	H	
Me	Me	Me	Me	
Et	Et	H	H	
Me	Me	H	H	
Et	Et	H	H	
H	H	H	H	
Me	Me	H	H	
Me	Me	H	H	
Me	Me	H	H	
Et	Et	H	H	
Et	Et	H	H	

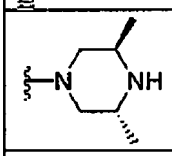
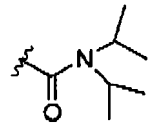
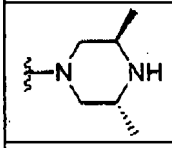
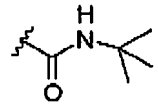
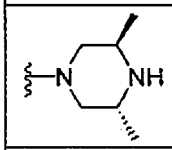
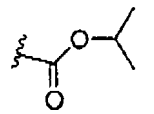
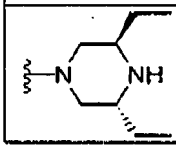
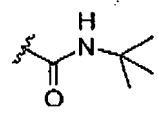
R^3	R^5	R^7	R^9	X
Me	Me	Me	Me	

or a pharmaceutically acceptable salt thereof.

Claim 23 (Original) The compound of Claim 19 of structural formula IV selected from the group consisting of:



(IV)

Z	X
	
	
	
	

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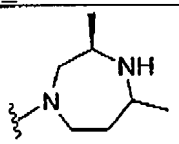
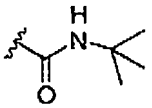
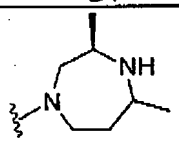
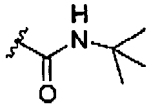
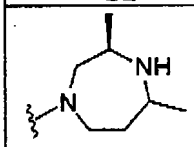
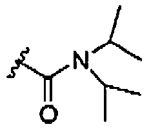
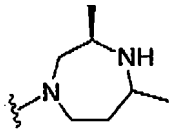
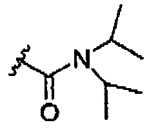
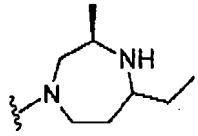
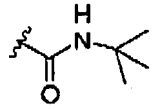
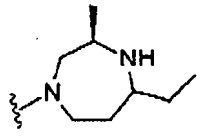
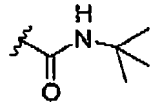
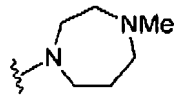
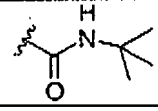
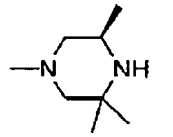
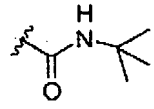
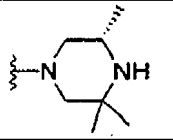
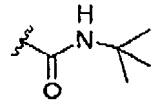
 D1	
 D2	
 D1	
 D2	
 D1	
 D2	
	
	
	

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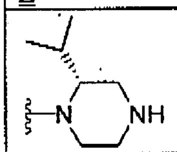	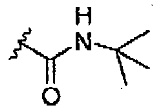
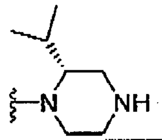	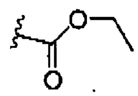
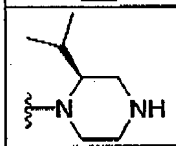	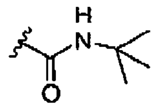
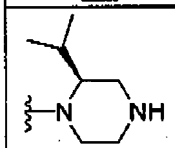	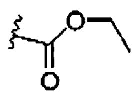
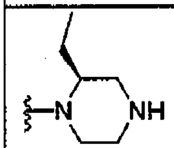	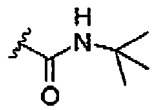
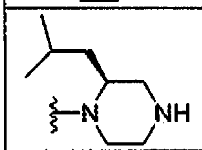	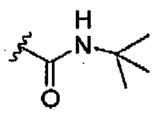
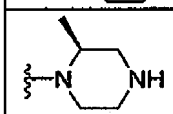	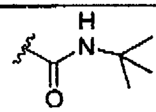
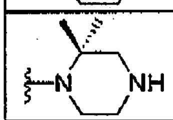	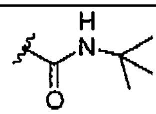
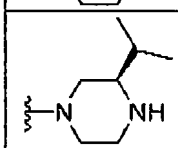	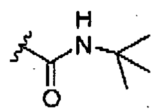
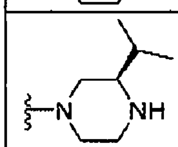	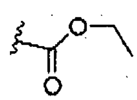

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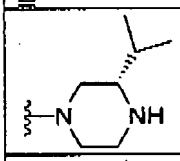
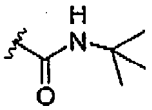
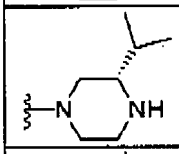
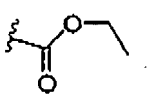
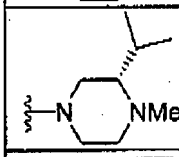
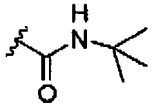
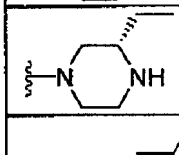
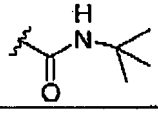
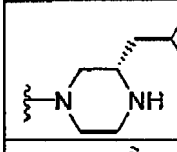
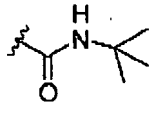
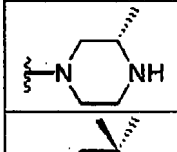
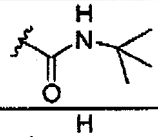
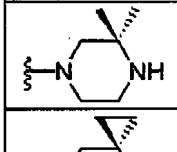
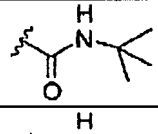
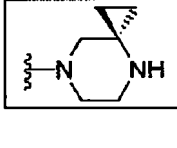
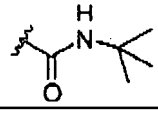
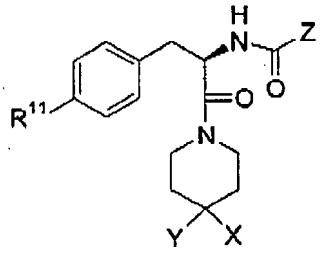
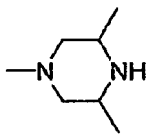
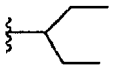
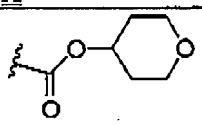
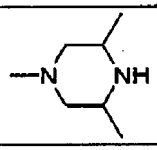
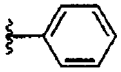
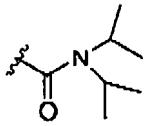
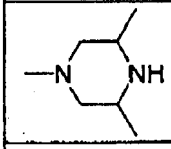
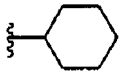
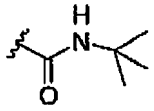
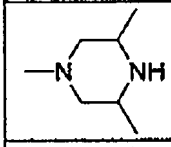
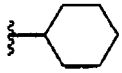
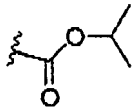
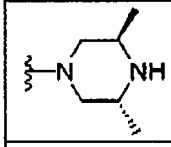
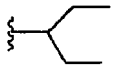
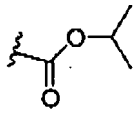
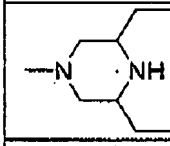
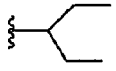
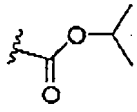
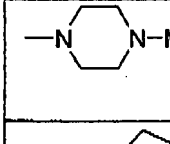
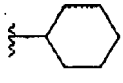
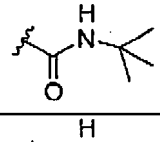
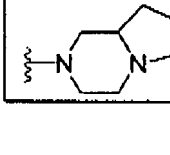
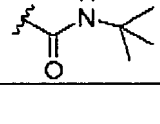
	
	
	
	
	
	
	
	

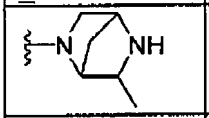
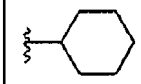
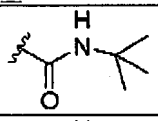
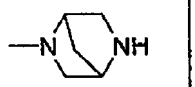
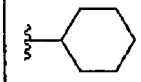
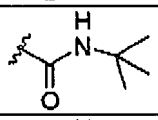
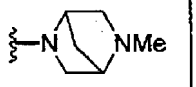
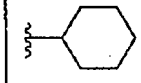
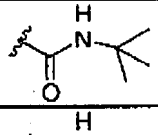
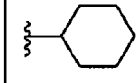
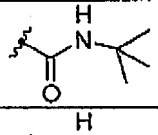
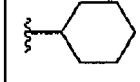
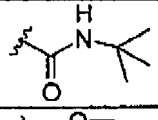
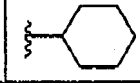
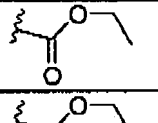
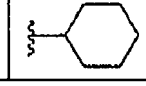
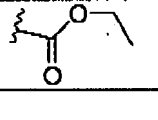
or a pharmaceutically acceptable salt thereof.

Claim 24 (Original) The compound of Claim 19 of structural formula V selected from the group consisting of:



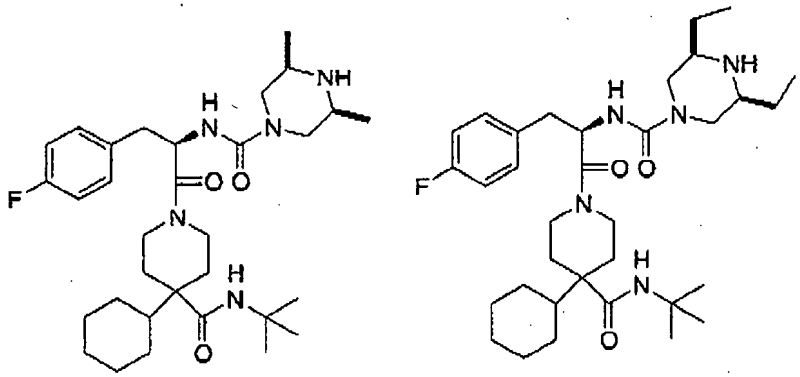
(V)

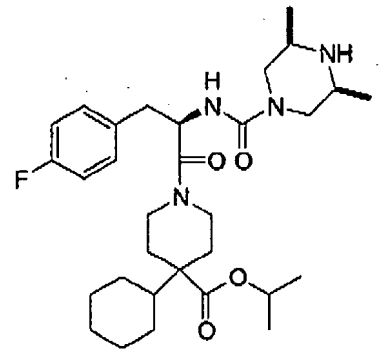
Z	Y	X	R11
			F
			F
			Cl
			Cl
			F
			F
			F
			F

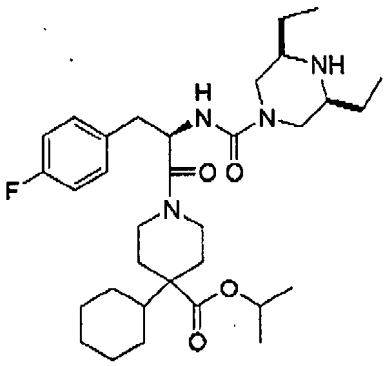
Z	Y	X	R11
			F
			F
			F
			Cl
			Cl
			F
			Cl

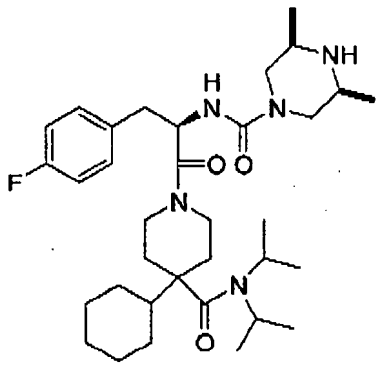
or a pharmaceutically acceptable salt thereof.

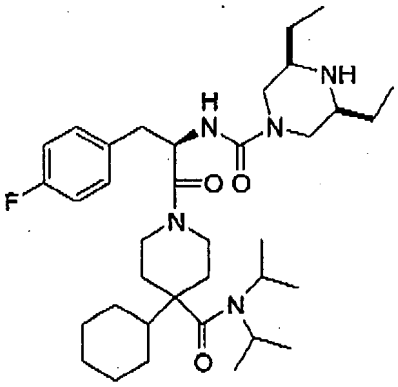
Claim 25 (Original) The compound of Claim 19 selected from the group consisting of:

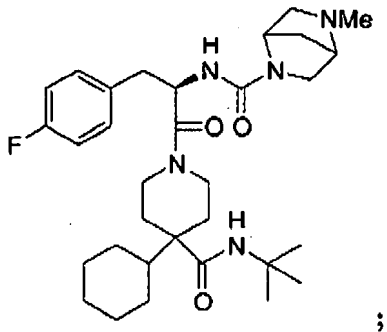












and ;

or a pharmaceutically acceptable salt thereof.

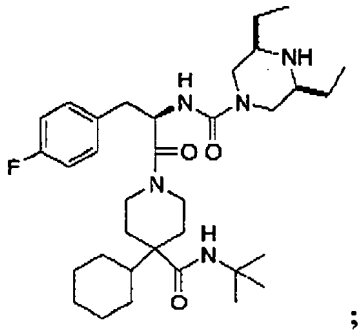
Claims 26-28 (Cancelled)

Claim 29 (Original) A pharmaceutical composition which comprises a compound of Claim1 and a pharmaceutically acceptable carrier.

Claim 30 (Previously presented) The pharmaceutical composition of Claim 29 further comprising a second active ingredient selected from the group consisting of an insulin sensitizer, an insulin mimetic, a sulfonylurea, an α-glucosidase inhibitor, an HMG-CoA reductase inhibitor, an anti-obesity serotonergic agent, a β3 adrenoreceptor agonist, a neuropeptide Y1 or Y5 antagonist, a pancreatic lipase inhibitor, a cannabinoid CB_1 receptor antagonist or inverse agonist, a melanin-concentrating hormone receptor antagonist, a bombesin receptor subtype 3 agonist, a ghrelin receptor antagonist, and a dipeptidyl peptidase IV inhibitor.

Claim 31 (Previously presented) A method of treating diabetes or obesity in a mammal in need thereof comprising administering to the mammal a therapeutically effective amount of a compound of Claim 1 in combination with an insulin sensitizer, an insulin mimetic, a sulfonylurea, an α-glucosidase inhibitor, an HMG-CoA reductase inhibitor, an anti-obesity serotonergic agent, a β3 adrenoreceptor agonist, a neuropeptide Y1 or Y5 antagonist, a pancreatic lipase inhibitor, a cannabinoid CB_1 receptor antagonist or inverse agonist, a melanin-concentrating hormone receptor antagonist, a bombesin receptor subtype 3 agonist, a ghrelin receptor antagonist or a dipeptidyl peptidase IV inhibitor.

Claim 32 (Original) The compound of Claim 25 which is:



;

or a pharmaceutically acceptable salt thereof.

Claims 33 – 36 (Cancelled)

Claim 37 (Original) The compound of Claim 25 wherein the pharmaceutically acceptable salt thereof is the hydrochloric acid salt.

Claim 38 (Original) The compound of Claim 25 wherein the pharmaceutically acceptable salt thereof is the sulfuric acid salt.

Claim 39 (Original) The compound of Claim 25 wherein the pharmaceutically acceptable salt thereof is the benzenesulfonic acid salt.

Claims 40 - 46 (Cancelled)